

DOCKET 07-57

**COMMONWEALTH of VIRGINIA**

Office of the Attorney General

Robert F. McDonnell
Attorney General

October 24, 2007

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7-1-1**VIA FACSIMILE AND U. S. MAIL**The Honorable Kevin J. Martin
Chairman, Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554Re: **Merger of XM Satellite Radio Holdings, Inc. and Sirius Satellite Radio, Inc.**
MB Docket No. 07-57

Dear Chairman Martin:

I write regarding the proposed merger and transfer of licenses between XM Satellite Radio Holdings, Inc. (XM) and Sirius Satellite Radio, Inc. (Sirius). This proposed transaction – if permitted to go forward – will combine the only two companies licensed by the Commission to provide satellite radio service. The resulting elimination of competition between the companies risks increased prices and decreased program options and services for satellite radio subscribers. Given the risks to consumers nationwide and significant potential implications for the market for radio broadcasting, I urge the Commission to investigate thoroughly the likely impact of the proposed merger.

The FCC is uniquely qualified and expressly charged with protecting the public interest in these matters. It is critical that you proceed with great care and thoroughness, considering carefully whether the clear risks of the proposed transaction are in the public interest. I trust that you and your staff will take all steps necessary to ensure that the public interest is protected whatever your final decision.

Sincerely yours,

A handwritten signature in dark ink, appearing to read "Robert F. McDonnell".

Robert F. McDonnell

RFM/kfs

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The Honorable Kevin J. Martin
October 24, 2007
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Cc: Secretary
Federal Communications Commission
Office of Secretary
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